

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:)	
)	
Madoff Securities International Limited,)	Case No. 09-12998 (BRL)
)	
)	Chapter 15 Ancillary Case
Debtor in a Foreign Proceeding)	
)	
_____)	

[PROPOSED] ORDER

Upon consideration of the Petitioners' (Stephen John Akers, Andrew Laurence Hosking, and Mark Richard Byers, appointed by the High Court of Justice, Chancery Division, Companies Court as Joint Provisional Liquidators of Madoff Securities International Limited ("MSIL")) Petition for Recognition of Foreign Proceeding and for Commencement of Chapter 15 Ancillary Case In Aid of Foreign Main Proceeding filed on April 14, 2009, the Amended Notice of Hearing filed in this matter on May 7, 2009, the exhibits in support of those filings and the entire record herein, in view of the policies expressed in 11 U.S.C. §§ 1501, 1525-1526, and related provisions, and good cause having been shown, it is, by the Court, this ____ day of June, 2009, hereby

ORDERED that the Petitioners' request for recognition of the English provisional liquidation of MSIL pursuant to 11 U.S.C. § 1501, *et seq.* is GRANTED; and

It is further ORDERED that

a. The Provisional Liquidation before the English High Court of Justice is a foreign main proceeding as defined in 11 U.S.C. § 1502(4), and the Petitioners are the exclusive representatives of MSIL pursuant to those proceedings;

b. The Petitioners shall be empowered to take all steps necessary to prosecute the adversary case captioned *Stephen John Akers, et al. v. Peter B. Madoff*, No. 09-1186 (Bankr. S.D.N.Y.) and to recover and liquidate the Aston Martin automobile that is the subject of those proceedings;

c. The Petitioners shall have the benefit and protection of 11 U.S.C. § 1510 in respect of all of their activities pursuant to this Petition; and

d. Pursuant to the Protocols between the Petitioners and the Trustee of Bernard L. Madoff Investment Securities and the Personal Chapter 7 Trustee of Bernard L. Madoff approved by this Court pursuant to its Order of June 9, 2009, the Petitioners shall be empowered to take all steps necessary to investigate and prosecute claims belonging to MSIL and to realize assets belonging to MSIL as the parties shall agree pursuant to the Protocols.

e. The Petitioners shall have leave pursuant to the instant Petition to seek at any time such further relief as may be appropriate thereunder, including without limitation relief pursuant to and consistent with 11 U.S.C. §§ 1507, 1521, and 1525.

IT IS SO ORDERED

The Honorable Burton R. Lifland
United States Bankruptcy Judge

Dated: June ___, 2009
New York, New York